



Southwestern Electric Power Company 120A132

P. O. BOX 21106 - SHREVEPORT, LOUISIANA 71156

No. APR 30 1985

Date

Fee \$ 20.00

ICC Washington, D. C.

May 1, 1985
RECORDATION NO. 9042-K
FILED 1425

APR 30 1985 - 1 50 PM
INTERSTATE COMMERCE COMMISSION

Interstate Commerce Commission
12th Street and Constitution Avenue, N.E.
Washington, D.C. 20423

Attention: Mildred Lee, Room 2303

RECORDATION NO. 9042-F
FILED 1425

APR 30 1985 - 1 50 PM
INTERSTATE COMMERCE COMMISSION

Re: Supplemental Filing under 49 U.S.C. §11303

Gentlemen:

The purpose of this letter is to amend the following filing made pursuant to 49 U.S.C. §11303 to reflect the substitution of [3] one hundred-ton steel gondola cars for three original units which sustained a casualty occurrence.

The original recordation information and the car numbers of the units suffering a casualty occurrence and the replacement cars are as follows:

<u>Document Description</u>	<u>Recordation Number</u>
CONDITIONAL SALE AGREEMENT dated as of October 15, 1977 among Thrall Car Manufacturing Company and Southwestern Electric Power Company	No. 9042, filed on October 18, 1977
AGREEMENT AND ASSIGNMENT dated as of October 15, 1977 between Thrall Car Manufacturing Company and Mercantile-Safe Deposit and Trust Company, as Agent	No. 9042-A, filed on October 18, 1977

Car numbers of the destroyed cars:

SEPX 103659
SEPX 103888
SEPX 104086

Under the provisions of the above described Conditional Sale Agreement and pursuant to the Supplemental Agreement, dated as of May 1, 1985, between Southwestern Electric Power Company and Mercantile-Safe Deposit and Trust Company, as Agent (the "Supplemental Agreement"), the following 3 units have been substituted for the units which were destroyed and represent Replacement Units:

SEPX 116807
SEPX 116815
SEPX 116823

Handwritten signature: A. Perryman

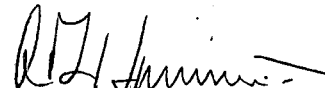
Vertical stamp:
APR 30 1985
1 45 PM
JULI

Enclosed are three copies of the Supplemental Agreement and a check in the amount of \$10.00 in payment of the applicable recording fee.

Please return one copy of this letter to our messenger, including a copy of the enclosed Supplemental Agreement bearing appropriate recordation data with respect to this supplemental filing.

Very truly yours,

SOUTHWESTERN ELECTRIC POWER COMPANY

By 
A. G. Hammett, III, Treasurer

APR 30 1985 12:22 PM

SUPPLEMENTAL AGREEMENT INTERSTATE COMMERCE COMMISSION

This SUPPLEMENTAL AGREEMENT, dated as of May 1, 1985 (the "Supplement"), between Southwestern Electric Power Company, a Delaware corporation (hereinafter called the ("Company") and Mercantile-Safe Deposit and Trust Company, the assignee (the "Assignee") of the Conditional Sale Agreement (the "Conditional Sale Agreement") dated as of October 15, 1977, between Thrall Car Manufacturing Company (the "Vendor"), and the Company, under the Agreement and Assignment, dated as of October 15, 1977 between Vendor and Assignee.

WHEREAS, the Company has entered into the Conditional Sale Agreement with Vendor and Vendee, and Vendor has assigned all its interest therein to Assignee;

NOW, THEREFORE, pursuant to the terms of the Conditional Sale Agreement, the parties hereto agree as follows:

The Company has suffered a Casualty Occurrence (as such term is, and all other capitalized terms used herein are, defined in the Conditional Sale Agreement) to three units of the Equipment, which have been reported and replaced in accordance with Article 8 of the Conditional Sale Agreement; as set forth in the Operating Officer's certificate of May 1, 1985. These Replacement Units are hereby expressly made a part of the Equipment covered by, and brought under and made subject to, all the terms and conditions of the Conditional Sale Agreement.

MERCANTILE-SAFE DEPOSIT AND TRUST
COMPANY, as Assignee

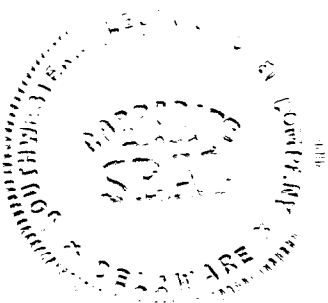
Attest
by [Signature]
Corporate Trust Officer

by [Signature]
Vice President

SOUTHWESTERN ELECTRIC POWER COMPANY

Attest
by [Signature]
Secretary

by [Signature]
Treasurer



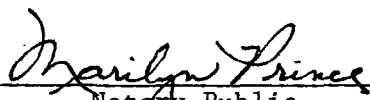
STATE OF LOUISIANA

PARISH OF CADDO

X
X
X

ss.:

On this 15th day of April 1985, before me, personally appeared A. G. Hammett, III, to me personally known, who being by me duly sworn, says that he is the Treasurer of SOUTHWESTERN ELECTRIC POWER COMPANY, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



Notary Public

MARILYN PRINCE
NOTARY PUBLIC, Caddo Parish, Louisiana
My Commission is for Life



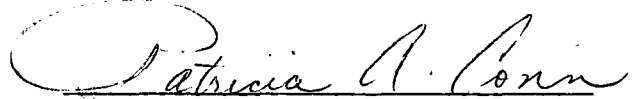
STATE OF MARYLAND

X
X
X

ss.:

CITY OF BALTIMORE

On this 29th day of ~~May~~ APRIL, 1985 before me, personally appeared R. E. Schreiber, to me personally known, who being by me duly sworn, says that he is Vice President of MERCANTILE-SAFE DEPOSIT AND TRUST COMPANY, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.


Notary Public